

# **Exhibit - A**

Professional Profiles  
 W.R. Grace & Co. Time Tracking - Global Restructuring  
 For the Billing Period April - July 2011

Name of Professional	Position with the Firm	Number of Years in Profession	Project	Hourly Bill Rate	Total Hours	Total Compensation
Carl A Dubert	Partner	20+	Global Restructuring	\$ 742.50	1.0	\$ 742.50
Michael F Urse	Partner	20+	Global Restructuring	\$ 958.00	15.5	\$ 13,999.00
Ronald S Gelle	Partner	20+	Global Restructuring	\$ 748.00	7.0	\$ 5,236.00
John A Salerno	Partner	20+	Global Restructuring	\$ 918.50	1.0	\$ 918.50
James Pratman	Partner	20+	Global Restructuring	\$ 813.00	1.0	\$ 813.00
Christian Marty	Director	15	Global Restructuring	\$ 918.50	4.0	\$ 3,674.00
Gilles J de Vignemont	Director	14	Global Restructuring	\$ 654.50	9.0	\$ 5,890.50
Lorie Faile McDonald	Director	10	Global Restructuring	\$ 434.50	1.0	\$ 434.50
Todd S Ciesla	Manager	6	Global Restructuring	\$ 330.00	75.5	\$ 24,915.00
Sophia WK Chan	Manager	6	Global Restructuring	\$ 533.50	2.0	\$ 1,067.00
Veronica Isidore Flores	Staff Experienced Executive Assistant	2	Global Restructuring	\$ 170.50	.750	\$ 127.8750
Beratrice Rivero		2	Global Restructuring	\$ 99.00	0.3	\$ 29.70
<b>Total</b>					<b>192.3</b>	<b>\$ 69,807.20</b>

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<b>FINANCIAL STATEMENT AUDIT TIME INCURRED</b>		
Name:	Date	Hours
Carl A Dubert	8-Apr	1.0
		<u>1.0</u>
		<b>Total Grace Financial Statement Audit Charged Hours</b>

8-Apr                    1.0                    Discussion of Gain Recognition Agreement issues with Todd Chesla (PwC)

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<u>FINANCIAL STATEMENT AUDIT TIME INCURRED</u>			
Name:	Date	Hours	Description of Services Provided
Michael F Urse			
	17-May	1.8	Brainstorming for the Eddy acquisition and integration
	24-May	1.2	Follow up discussions regarding the Eddy acquisition and integration with Ron Gale (PwC)
	24-May	0.8	Review of draft structuring slide deck
	25-May	1.6	Discussions with Todd Chesla (PwC) regarding the Swiss Withholding Tax Ruling.
	24-May	0.6	Internal discussion regarding structuring planning session. Ron Gale (PwC)
	3-Jun	1.6	Finalization of details and times available for all parties participating in the "next steps" meeting and consolidation of Belgium Substance meeting with next steps working session.
	7-Jun	1.8	Internal call to discuss the various options for Belgium debt pushdown and merger, with Ron Gale Todd Chesla, Veronica Flores and Gerard Cops (All PwC)
	8-Jun	1.8	Conference call with Debra Poole (Grace), Dave Libow (Grace), Todd Chesla (PwC), Ron Gale (PwC), Veronica Flores (PwC) Regarding transfer taxes, contribution of Belgium
	8-Jun	1.0	Next steps discussion with Todd Chesla, Ron Gale, Veronica Flores (All PwC)
	21-Jun	1.4	Review of current suggested structure and slide deck in order to determine if any modifications to structure are necessary.
	24-Jun	1.9	Internal discussions regarding the proposed fee quote for the second phase of the Global restructuring of W/R Grace and relevant scope components Ron Gale, Todd Chesla, Veronica Flores (All PwC)
		<u>15.5</u>	<u>Total Grace Financial Statement Audit Charged Hours</u>

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<b>Date</b>	<b>Hours</b>	<b>Description of Services Provided</b>
Name: Ron Gale		
20-May	0.6	Review of draft structuring slide deck
20-May	1.6	Brainstorming regarding the Eddy integration
24-May	1.8	Discussions regarding the Eddy integration Mike Urse (PwC)
6-Jun	1.2	Status and to-do's discussion with Mike Urse (PwC)
6-Jun	0.6	Discussions with Todd Chesla and Veronica Flores regarding slide deck updates. (All PwC)
23-Jun	1.2	Review of Master Slide Deck Version 7 and discussions with Todd Chesla and Veronica Flores regarding modifications to be made.(All PwC)
	<b>7.0</b>	<b>Total Grace Financial Statement Audit Charged Hours</b>

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<u>FINANCIAL STATEMENT AUDIT TIME INCURRED</u>	<u>Date</u>	<u>Hours</u>	<u>Description of Services Provided</u>
			Providing rules as they pertain to Grace Mexico and capital gains tax rules associated with proposed transaction
	20-Jun	0.5	Providing PwC Miami with comments regarding WR Grace(Mexico) and the contribution of this entity into an LLC formation
	5-Jul	0.5	
		<u><b>1.0</b></u>	<u><b>Total Grace Financial Statement Audit Charged Hours</b></u>

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<u>FINANCIAL STATEMENT AUDIT TIME INCURRED</u>		
Date	Hours	Description of Services Provided
1-Jul	1.0	Reviewing the structuring slide deck (All PwC)
	<u>1.0</u>	<u>Total Grace Financial Statement Audit Charged Hours</u>

Name: James Prettyman

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<b>FINANCIAL STATEMENT AUDIT TIME INCURRED</b>			
Name:	Date	Hours	Description of Services Provided
Christian Marty	14-Apr	0.4	Discussion with Todd Chesla (PwC) regarding the Swiss - Luxembourg merger
	18-Apr	0.6	Call with Todd Chesla (PwC) regarding various open items regarding the Swiss Luxembourg Merger
	25-Apr	0.2	Follow up call with Todd Chesla (PwC) regarding the tax consequences associated with the Swiss Luxembourg Merger.
	28-Apr 6-May	0.8 0.4	Discussion with Monica Cohen Duman (PwC) regarding the potential Swiss withholding tax ruling. Internal call with Ron Gale (PwC) & Todd Chesla (PwC) regarding the Swiss target and finance branch substance requirements.
	25-May 26-May	0.6 1.0	Discussion with Monica Cohen Duman (PwC) regarding the Swiss Withholding Tax Ruling Preparation of email to Todd Chesla (PwC) regarding the requirements and timing surrounding the necessary requirements and timing for obtaining a Swiss Ruling
		<b>4.0</b>	<b>Total Grace Financial Statement Audit Charged Hours</b>

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<b>FINANCIAL STATEMENT AUDIT TIME INCURRED</b>		
Date	Hours	Description of Services Provided
Name: Gilles J de Vignemont		
23-May	0.6	Research of substance requirement in France and Sociedad Anomina (SA), withholding on dividends under the France - USA Double tax treaty
23-May	0.4	Research of withholding on dividends under the France - USA Double tax treaty
25-May	1.2	Research regarding the Substance requirement in France and Sociedad Anomina (SA), withholding on dividends under the France - USA double tax treaty
25-May	0.8	Email regarding the Substance requirement in France and Sociedad Anomina (SA), withholding on dividends under the France - USA double tax treaty
27-May	1.2	Follow ups regarding substance requirement in France and Sociedad Anomina (SA), withholding on dividends under the France - USA double tax treaty
27-May	0.8	Follow ups regarding substance requirement in France and Sociedad Anomina (SA), withholding on dividends under the France - USA double tax treaty
21-Jun	1.8	Reviewing Master Slide Deck and providing the relevant tax implications of a restructuring in France
22-Jun	1.4	Providing PwC Miami with the Tax implications of a restructuring in South Africa via email
22-Jun	0.8	Brainstorming the Tax implications of a restructuring in South Africa
	<b>9.0</b>	<b>Total Grace Financial Statement Audit Charged Hours</b>

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<b><u>FINANCIAL STATEMENT AUDIT TIME INCURRED</u></b>		
Date	Hours	Description of services provided
6-Jun	1.0	Call with Ron, discussion with Veronica, call with PwC Maryland expert and preparation of email referencing: Maryland taxation of US branch (All PwC)
	<b><u>1.0</u></b>	<b><u>Total Grace Financial Statement Audit Charged Hours</u></b>

Name: Lorie Fale McDonald

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<u>FINANCIAL STATEMENT AUDIT TIME INCURRED</u>			
Date	Hours	Description of Services Provided	
Name: Todd Chesla			
26-May	1.8	Updating and Reviewing the structuring slide deck for accuracy	
26-May	1.6	Updating and correcting the structuring slide deck as per Internal Planning Sessions	
26-May	1.4	Discussions with Mike Urse (PwC) regarding the Swiss Ruling	
26-May	1.4	Updating structuring slide deck for commentary from foreign Desks, specifically the Swiss ruling and Substance requirements	
26-May	1.8	Writing emails and follow up questions to the various desks regarding substance requirements for the Finance Branch and LuxCo	
27-May	0.8	Emails regarding Substance requirements and finance branch including follow-up on emails regarding French dividends withholdings updating the substance matrix.	
27-May	1.4	Update of substance matrix.	
27-May	0.6	Conference call Gerard Cops (PwC) (Belgium) Regarding Belgium tax consequences	
27-May	1.2	Discussion with Miami State and Local Tax team regarding Maryland state tax consequences.	
27-May	1.8	Discussion with Ron Gale (PwC) regarding the US branch requirements	
27-May	1.8	Editing and updating the substance matrix with comments from the foreign desks/writing follow-up emails to other countries including Luxembourg, Canada, Colombia, Germany, and France	
30-May	1.4	Editing and updating the substance matrix with comments from the foreign desks/writing follow-up emails to other countries including Luxembourg, Canada, Colombia, Germany, and France	
31-May	1.4	Follow up call to discuss the US branch requirements from a lox Co perspective with David Libow (Grace) and Debra Poole (Grace) from WR Grace; Veronica Flores, Ron Gale and Mike Urse from PwC (All PwC). Meeting with Ron Gale (PwC)to discuss the changes to the Substance Matrix	
31-May	0.8	Meeting with Ron Gale (PwC) to discuss the changes to the Substance Matrix	
31-May	1.8	Follow up call with Gerard Cops (PwC) from PwC to discuss the Belgium Substance Matrix requirements.	
1-Jun	1.4	Conference call with Ron Gale and Mike Urse regarding the "to-do list" outlining the responsibilities of PwC and Grace Respectively. (All PwC)	
1-Jun	0.6	Review of draft to-do list prepared by Veronica Flores (PwC).	
2-Jun	0.6	Finalizing the details and the times available for all parties participating in the "next steps" meeting and trying to consolidate Belgium Substance meeting with next steps working session	
2-Jun	1.6	Reviewing responses from desks regarding the treatment of Swedish debt pushdown	
6-Jun	1.8	Reading and reviewing follow up responses for Swedish Debt pushdown, updating Matrix for response from substance requirement emails	
6-Jun	0.8	Discussions with Ron Gale and Veronica Flores regarding slide deck updates. (All PwC)	
6-Jun	0.7	Reviewing the 338 rules as they pertain to the Belgium model.	
6-Jun	0.8	Meeting with Veronica Flores (PwC) for instruction as to performing 338 election calculation for illustrative purposes.	
13-Jun	1.2	Call with Mike Urse and Ron Gale regarding step plan (All PwC)	

17-Jun	1.8 Review of emails with Veronica Flores (PwC) to determine to-dos.		
20-Jun	1.7 Reviewing the Master Slide Deck and comparing it to previous slide decks and new proposed changes to previous slide deck		
20-Jun	1.6 Reviewing and researching the rules and tax consequences as they apply to the proposed changes to the previous slide deck		
20-Jun	1.4 Making Relevant changes to the Master Slide deck as it pertains to the various tax jurisdictions follow up advice.		
20-Jun	1.7 Reaching out to the various foreign desks regarding any open items, or asking them for their assistance in the review of the new proposed steps in the new Master Slide deck		
21-Jun	1.7 Revisions to the Master Slide deck		
21-Jun	1.8 Inserting comments as per research obtained and modifying language as per raw data provided by the desks		
21-Jun	1.8 Researching pending open items on the Master slide deck		
21-Jun	1.8 Reviewing corrections made by Veronica Flores (PwC)		
22-Jun	1.8 Reviewing Master Slide Deck corrections made by Veronica Flores (PwC)		
22-Jun	1.8 Reviewing the proposed budget drafted initially by Veronica Flores(PwC) and making corrections to formatting and substance as needed		
23-Jun	1.8 Updates to substance matrix and Master Slide deck		
23-Jun	1.8 Reading through follow up responses from the various countries to determine the various tax consequences as it related to Hong Kong and South Africa		
23-Jun	1.8 Internal meeting with Ron Gale and Veronica Flores regarding Master Slide Deck (All PwC)		
24-Jun	1.8 Providing client and document management. Filing relevant emails and documents provided to the client in Data Management System (DMS) for accurate filing of documents and information		
24-Jun	1.8 Reviewing the corrections and alterations made by Veronica Flores (All PwC) on the Master Slide deck as they pertain to the comments provided by the foreign desk		
24-Jun	1.8 Meeting with Veronica Flores (PwC) regarding any outstanding issues pertaining to grace and any further responsibilities or open items relating to this client.		
24-Jun	1.8 Follow up with pending foreign desk responses.		
27-Jun	1.4 Constructing the Grace Budget Deliverable and descriptions for phase 1.		
28-Jun	1.8 Reviewing Slide deck for discrepancies or inaccuracies		
28-Jun	1.5 Updating the Grace Budget Deliverable and descriptions for phase 2		
30-Jun	1.8 Reviewing Slide deck for discrepancies or inaccuracies in preparation for submission to the client		
5-Jul	1.8 Going over the slides and final deliverable with Miami Team, Ron Gale and Mike Urse, and Veronica Flores (All PwC) Along with Elyse F, Debra Poole, Dave Libow. (All Grace)		
5-Jul	1.6 Updating the slides as per Ron Gale's and Jeff Prettyman's suggestions (All PwC)		
5-Jul	1.8 Revising WR Grace restructuring budget deliberable per Ron Gale 's comments (All PwC)		
6-Jul	1.8 Drafting changes to Deliverable as per conversation with Elyse F, Debra Poole and Dave Libow. (All Grace)		
			<u><u>75.5</u></u>
			Total Grace Financial Statement Audit Charged Hours

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	22-Jun	0.4	Providing a response to PwC Miami Regarding Hong Kong tax implication on transfer of Hong Kong stock
	23-Jun	1.6	Reviewing Hong Kong tax implication on transfer of Hong Kong stock
		<b><u>2.0</u></b>	<b>Total Grace Financial Statement Audit Charged Hours</b>

Name: Sophia WK Chan

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<b>FINANCIAL STATEMENT AUDIT TIME INCURRED</b>			
<b>Date</b>	<b>Hours</b>	<b>Description of Services Provided</b>	
Name: Veronica Flores			
31-May	1.6	Follow up call to discuss the US branch requirements from a Luxembourg perspective with David Libow (Grace) and Debra Poole (Grace) from WR Grace, Todd Chesla, Ron Gale and Mike Urse from PwC (All PwC).	
31-May	0.8	Meeting with Ron Gale (PwC) to discuss the changes to the substance requirements Matrix and Making Changes to the Matrix	
31-May	1.6	Follow up call with Gerard Cops (PwC) from PwC to discuss the Belgium Substance requirements. Meeting with Lori McDonald (PwC) State and Local Tax Team to provide facts and circumstances for analysis as it pertains to Maryland	
31-May	0.7	Meeting with Lori McDonald (PwC) State and Local Tax team to provide facts and circumstances for analysis as it pertains to Maryland.	
1-Jun	1.8	Drafting of To-Do list with all of the information pending from both the client and from PwC Miami and submitting it to the client	
1-Jun	1.6	Accumulating information and reviewing emails to prepare a list of pending items for the client	
1-Jun	1.8	Revisions and update to To-Do list with all of the information pending from both the client and from PwC Miami and submitting it to the client	
1-Jun	1.4	Writing email to Adam Hankin (PwC) and Belgium Desk providing comments and follow up questions to their high level comments regarding the structure. Writing email to Gilles J de Vignemont (pwc) providing comments and follow up questions to their high level comments regarding the structure.	
1-Jun	1.6	Meeting with Ron Gale (PwC) to discuss the progress of the project along with reviewing the documents provided by the client.	
2-Jun	1.4	Finalizing the details and the times available for all parties participating in the "next steps" meeting and trying to consolidate Belgium Substance meeting with next steps working session.	
2-Jun	1.4	Reviewing response from the Swedish desk regarding the debt push down.	
3-Jun	1.4	Scheduling calls for future meeting with Gerard Cops (PwC) and preparing the invite for the 3 hour working session with WR Grace,	
3-Jun	1.8	Preparing internal email to Calum Dewar (PwC) regarding US Branch Substance requirements,	
3-Jun	1.6	Searching for the domestic income tax rates for Belgium and Luxembourg.	
3-Jun	1.8	Generating/ drafting a numeric example of section 338 election as it applies to the Belgium model.	
6-Jun	1.6	Writing a follow up email to Gerard Cops (PwC) regarding the substance requirements in Belgium as they apply to interest payments from subsidiary to the parent company and the various rates under the tax treaty and the EU directive. Also, creating a meeting between Gerard Cops, Mike Urse, Todd Chesla, and Ron Gale. (All PwC)	

7-Jun	1.6	Internal call to discuss the various options for Belgium debt pushdown and merger, with Mike Urse, Ron Gale, Todd Chesla, and Gerard Cops. (All PwC) Follow up emails regarding Belgium Conference call with Debra Poole (Grace), Dave Libow (Grace), Todd Chesla (PwC), Ron Gale (PwC), Mike Urse (PwC). Discussions included transfer taxes, the contribution of Belgium, and other various issues.
8-Jun	1.8	Next steps discussion with Todd Chesla, Ron Gale, Mike Urse (all PwC)
8-Jun	1.6	Drafting of email with Lorie McDonald's(PwC) comments regarding Maryland tax consequences.
8-Jun	1.6	Setting up internal email with documents necessary to conduct the meeting.
9-Jun	1.6	Call with David Libow (Grace) and sending the Substance Matrix
13-Jun	1.4	Creating a step plan for WR Grace based on call with Ron Gale and Mike Urse for Todd Chesla review (All PwC)
13-Jun	1.4	Revisions to step plan based on Todd Chesla's review. (All PwC)
15-Jun	1.6	Review of emails with Todd Chesla (PwC)to determine to-dos.
20-Jun	1.8	Making Relevant changes to the Master Slide Deck vizio diagrams Steps 1 - 6, based on Todd Chesla's (PwC) review comments.
20-Jun	1.8	Making relevant changes to the Master Slide Deck vizio diagrams Steps 6-11, based on Todd Chesla's (PwC) review comments
20-Jun	1.6	Making Relevant Changes to the Master Slide Deck vizio diagrams Steps 12 Final Structure and proposed transactions
20-Jun	1.4	Inserting the Raw data provided by foreign desks to the tax consequences section of the Master Slide deck for Todd Chesla's (PwC) Review
21-Jun	1.8	Making corrections to the Master Slide Deck vizio diagrams as per Todd Chesla (PwC)
21-Jun	1.8	Writing follow up emails to pending jurisdictions or following up and drafting emails to jurisdictions in which information was pending or missing
21-Jun	1.8	Making relevant changes to the Phase I implementation plan and other various project management activities/ Drafting the initial draft of the proposed budget deliverable
21-Jun	1.6	Making corrections to the Substance Matrix and updating the Master Slide Deck with information provided by the various desks
22-Jun	1.8	Making corrections to the Master Slide Deck vizio diagrams as per Todd Chesla (PwC)
22-Jun	1.4	Writing follow up emails to pending jurisdictions or following up and drafting emails to jurisdictions in which information was pending or missing
22-Jun	1.8	Making relevant changes to the "to-do list" and project management activities
22-Jun	1.2	Drafting the initial draft of the proposed budget
22-Jun	1.4	Making corrections to the Substance Matrix and updating the Master Slide Deck with information provided by the various desks
23-Jun	1.4	Making corrections to the Master Slide Deck vizio diagrams as per Todd Chesla and Ron Gale (All PwC)
23-Jun	1.4	Writing follow up emails to pending jurisdictions or following up and drafting emails to jurisdictions in which information was pending or missing
23-Jun	1.6	Making relevant changes to the Phase I implementation plan and other various project management activities/ Drafting the initial draft of the proposed budget deliverable
23-Jun	1.5	Internal Meeting with Ron Gale and Todd Chesla regarding the Master Slide Deck (All PwC)
24-Jun	1.9	Making the relevant corrections to the Master Slide deck as it pertains to new information received regarding Belgium
24-Jun	1.8	Making relevant corrections to the billing information and filing information to the Data Management System (DMS System)

27-Jun	1.8	Filing documents to Data Management System (DMS System) for International Global Structuring project
5-Jul	1.7	Going over the slides and final deliverable with Miami Team Todd Chesla, Ron Gale and Mike Urse, (All PwC) Along with Elyse F, Debra Poole, Dave Libow, (All Grace)
7-Jul	1.6	Review of slides and final deliverable with Miami Team Todd Chesla, Ron Gale and Mike Urse, (All PwC)
8-Jul	1.2	Revising WR Grace restructuring budget for Ron Gale (PwC), and drafting email for Elyse Filion (Grace)
	<u><b>75.0</b></u>	<u><b>Total Grace Financial Statement Audit Charged Hours</b></u>

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Date	Hours	Description of Services Provided
<b>FINANCIAL STATEMENT AUDIT TIME INCURRED</b>		
Name: Beatrice Rivero		
23-Jun	0.3	Accumulating information and reviewing emails to prepare a list of pending items for the client
	<u><u>0.3</u></u>	<b>Total Grace Financial Statement Audit Charged Hours</b>